

EXHIBIT 38

TRANSCRIPT OF EXCERPT FROM
***NAKED HOLLYWOOD* (1991) VIDEOTAPED INTERVIEW OF**
JERRY BRUCKHEIMER AND DON SIMPSON
PRODUCED BY PLAINTIFFS
(YONAY01222)

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| JERRY BRUCKHEIMER: What really started <i>Top Gun</i> | 00:15:33 |
| was Don and I at this point had made I guess <i>Flash Dance</i> together, | 00:15:35 |
| and we had separate offices here on the Paramount lot. | 00:15:39 |
| I walked over to his office, and as usual he has about a | 00:15:43 |
| hundred magazines, current magazines, sitting in his outer office. | 00:15:45 |
| He was on the phone and so I'm thumbing through all these different | 00:15:50 |
| magazines, and I hit this amazing photograph and I think it's | 00:15:53 |
| called <i>Top Guns</i> . | 00:15:56 |
| And I look at this thing; And I walk in his office, and as | 00:15:59 |
| I'm reading it, I flip it upside down on his desk as he's talking and | 00:16:01 |
| carrying on; and he looks at this thing and his eyes like get enormous. | 00:16:05 |
| He hangs up the phone, he speed reads the thing, "We got to get this. | 00:16:10 |
| We got to buy this." And so he calls our development girl | 00:16:13 |
| in and she comes running in the office. He said "Get on the phone | 00:16:15 |
| with <i>California Magazine</i> . We want this right away." | 00:16:18 |
| And that's how it started. That was the first, first thing | 00:16:20 |
| that happened on <i>Top Gun</i> . | 00:16:23 |
| | 00:16:24 |
| [Music Plays] <i>Highway to the Danger Zone</i> | 00:16:25 |
| | 00:16:26 |

DON SIMPSON: Let me correct one element first. While he 00:16:29
 was still looking at the magazine right side up, I was reading it 00:16:33
 upside down because I noticed how transfixed he was, 00:16:36
 and I was kind of not paying total attention to my phone call. 00:16:40
 And I started reading the article upside down, which is why he 00:16:43
 turned it around: because he saw I was doing that. 00:16:46

JERRY BRUCKHEIMER: An executive trade they 00:16:48
 learned this. Executive training you got to read your boss's 00:16:49
 mail on the desk upside down. 00:16:52

DON SIMPSON: Yeah, it's true. 00:16:53
 It's, it's, it's a tool of the executive warrior trade: 00:16:54

You learn to steal information from wherever you can. 00:16:56

What grabbed me was the colorful incidents, anecdotes, 00:17:00
 and characters. These guys had names like, like Hollywood; 00:17:05
 00:17:10

[Cut to Scene from Top Gun:]

Maverick (Tom Cruise): We're losing Viper; 00:17:11
 Let's just stay on Jester. 00:17:12

JERRY BRUCKHEIMER: Yogi; Possum. 00:17:13

DON SIMPSON: Yogi and Possum. I mean they were 00:17:14
 all animals, and characters, and this was true. 00:17:16

[Cut to Scene from Top Gun:] 00:17:17

Maverick (Tom Cruise): Holy shit, it's 00:17:18

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| Maverick and Goose. | 00:17:19 |
| DON SIMPSON: And there was terminology. | 00:17:20 |
| I mean both of us are terminology freaks. | 00:17:21 |
| [Cut to Scene from Top Gun:] | 00:17:22 |
| Maverick (Tom Cruise): I've got my eye on the | 00:17:23 |
| northern bogey. | 00:17:24 |
| DON SIMPSON: All this process and detail is magical when | 00:17:25 |
| it comes to drama. It's the stuff that dreams are made of, in | 00:17:28 |
| particular when it's real. | 00:17:31 |
| [Cut to Scene from Top Gun:] | 00:17:32 |
| [Fighter jets screaming by] | 00:17:33 |
| | 00:17:34 |
| DON SIMPSON: One of the head admins said: | 00:17:35 |
| "Well, tell us about the movie you're going to make." | 00:17:38 |
| I said "Well, we're going to make a movie about the Top Gun | 00:17:40 |
| School." He says "No, tell me the story." | 00:17:42 |
| I looked at Jerry and basically what I did is I stood up, and | 00:17:44 |
| started walking around the room. And I told them I told | 00:17:47 |
| him about the spirit of the movie, which means gentlemen, we are | 00:17:49 |
| going to make a movie about the process of becoming a Top Gun, | 00:17:56 |
| and we are going to dramatically expose you to what it's like to | 00:18:00 |
| go through the process, and succeed at it, and the price you have | 00:18:06 |

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| to pay to be frankly the most important warrior we have. | 00:18:10 |
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| [Cut to Scene from Top Gun:] | 00:18:15 |
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| Maverick (Tom Cruise): Wooh! Rock and roll! | 00:18:16 |
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